

UNITED STATES BANKRUPTCY COURT DISTRICT OF ARIZONA		VOLUNTARY PETITION																	
Name of Debtor (if individual, enter Last, First, Middle): DCE WEST, L.P.	Name of Joint Debtor (Spouse) (Last, First, Middle):																		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): BOSTON CHICKEN / BOSTON MARKET (TRADE NAMES)	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																		
Soc. Sec./Tax I.D. No. (if more than one, state all): 38-3196719	Soc. Sec./Tax I.D. No. (if more than one, state all): <div style="font-size: 1.5em; font-weight: bold;">98 1 547 PHX CGC</div>																		
Street Address of Debtor (No. & Street, City, State & Zip Code): 14123 DENVER WEST PARKWAY GOLDEN, CO 80401-4086	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																		
County of Residence or of the Principal Place of Business: JEFFERSON	County of Residence or of the Principal Place of Business:																		
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):																		
Location of Principal Assets of Business Debtor (if different from addresses listed above): PRINCIPAL ASSETS LOCATED IN MARICOPA AND PIMA COUNTIES IN ARIZONA. OTHER ASSETS LOCATED IN NEW MEXICO, NEVADA, UTAH, AND COLORADO. SEE ATTACHED LIST																			
Information Regarding the Debtor (Check the Applicable Boxes)																			
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition, or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																			
INFORMATION REGARDING DEBTOR (Check applicable boxes)																			
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other:	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304-Case ancillary to foreign proceeding																		
Nature of Debts (Check one box) <input type="checkbox"/> Consumer, Non-Business <input checked="" type="checkbox"/> Business	Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach sworn application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 12.																		
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(a) (Optional).																			
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE FOR COURT USE ONLY																	
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: right;">Estimated Number of Creditors</td> <td style="text-align: center;">1-10</td> <td style="text-align: center;">11-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1000 over</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>			Estimated Number of Creditors	1-10	11-49	50-99	100-199	200-999	1000 over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
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ESTIMATED NO. OF EMPLOYEES - CHAPTER 11 & 12 ONLY <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">0</td> <td style="text-align: center;">1-19</td> <td style="text-align: center;">20-99</td> <td style="text-align: center;">100-999</td> <td style="text-align: center;">1000-over</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>		0	1-19	20-99	100-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>								
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Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s)

FORM B1, Page 2

BCE WEST, L.P.**PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet)**

Location Where Filed	Case Number	Date Filed
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PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THIS DEBTOR (If more than one, attach additional sheet)

Name of Debtor	Case Number	Date Filed
District	Relationship	Judge

SIGNATURES**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of AttorneyX

Signature of Attorney for Debtor(s)

II. Rey Stroube, III

Printed Name of Attorney for Debtor(s)

Akm, Gump, Strauss, Hauer & Feld, L.L.P.

Firm Name

711 Louisiana, Suite 1900

Address

Houston, Texas 77002(713) 220-5800

Telephone Number

October 5, 1998

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that (he or she) may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

X

Signature of Authorized Individual

J. Michael Jenkins

Printed Name of Authorized Individual

President of general partner, BCE West, Inc.

Title of Authorized Individual

October 5, 1998

Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110, 18 U.S.C. § 156.

**LIST OF LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR,
BCE WEST, L.P.**

Street Address	City	State	Zip Code	County
6964 N. Academy	Colorado Springs	CO	80918	El Paso
8001 N. 19 th Ave.	Phoenix	AZ	85021	Maricopa
6665 W. Bell Rd.	Glendale	AZ	85306	Maricopa
4716 E. Ray Rd.	Phoenix	AZ	85044	Maricopa
1804 E. Elliot Rd.	Tempe	AZ	85283	Maricopa
6960 E. 22 nd St.	Tucson	AZ	85710	Pima
1015 N. Academy	Colorado Springs	CO	80909	El Paso
825 US Hwy. 50 W.	Pueblo	CO	81008	Pueblo
3435 S. McClintock Dr.	Tempe	AZ	85282	Maricopa
4002 E. Thunderbird Rd.	Phoenix	AZ	85032	Maricopa
6610 E. Grant Rd.	Tucson	AZ	85715	Pima
1903 E. Speedway Blvd.	Tucson	AZ	85719	Pima
340 Eubank	Albuquerque	NM	87102	Bernalillo
540 Hwy. 105	Monument	CO	80132	El Paso
4405 N. First Ave.	Tucson	AZ	85719	Pima
5101 N. Central Ave.	Phoenix	AZ	85012	Maricopa
5640 Wyoming Blvd.	Albuquerque	NM	87109	Bernalillo
1105 N. Higley Rd.	Mesa	AZ	85205	Maricopa
236 East Bell Rd.	Phoenix	AZ	85022	Maricopa
3432 W. 13500 S.	West Valley City	UT	84119	Salt Lake
1010 N. Alma School Rd.	Chandler	AZ	85224	Maricopa
2081 W. Sunset Rd.	Henderson	NV	89014	Clark
2712 N. Scottsdale Rd.	Scottsdale	AZ	85251	Maricopa
210 West 500 South	Bountiful	UT	84010	Davis
2650 West Sahara	Las Vegas	NV	89102	Clark
7291 W. Lake Mead Blvd.	Las Vegas	NV	89128	Clark
2565 E. Tropicana	Las Vegas	NV	89121	Clark
7184 South Union Park	Midvale	UT	84047	Salt Lake
60 East 10600 South	Sandy	UT	84070	Salt Lake
6977 North Hayden	Scottsdale	AZ	85258	Maricopa
15784 N. Frank Lloyd Wright Blvd.	Scottsdale	AZ	85260	Maricopa
1083 West Riverdale	Riverdale	UT	84405	Weber
481 E. South Temple	Salt Lake City	UT	84111	Salt Lake
280 N. Nellis Blvd.	Las Vegas	NV	89115	Clark
9031 West Sahara Ave., #100	Las Vegas	NV	89117	Clark

4835 S. Highland Dr., #1245	Holladay	UT	84117	Salt Lake
1293 E. Draper Pkwy.	Draper	UT	84020-	Salt Lake
5850 S. State St.	Murray	UT	84107	Salt Lake
115 N. State St., Suite A	Orem	UT	84057	Utah
1255 W. Main St.	Mesa	AZ	85201	Maricopa
5825 W. Peoria Ave.	Glendale	AZ	85302	Maricopa
4465 Centennial Blvd.	Colorado Springs	CO	80907	El Paso
5010 Cutler, NE, Suite A	Albuquerque	NM	87110	Bernalillo
960 E. University Dr.	Tempe	AZ	85281	Maricopa
5575 S. Redwood Rd.	Taylorsville	UT	84123	Salt Lake

CERTIFICATE OF RESOLUTION

I, Michael R. Daigle, Secretary of BCI West, Inc., a Delaware Corporation (the "Corporation"), hereby certify that the following resolutions were duly adopted on _____, 1998, by the unanimous written consent of the Board of Directors of the Corporation in accordance with the requirements of the applicable Delaware corporation law, and that such resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

"RESOLVED, that in the judgment of the Corporation, as the sole general partner of BCF West, L.P. (the "Partnership") and on behalf of the Partnership, it is in the best interests of the Partnership, its creditors, partners, employees and other interested parties that a petition be filed by the Partnership seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

"RESOLVED, that J. Michael Jenkins, as President; Lawrence E. White, as Senior Vice President; and Michael R. Daigle, as Senior Vice President (each an "Authorized Officer" and collectively the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole general partner of and on behalf of the Partnership, to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Arizona at such time as said officer executing the same shall determine; and

"RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any of the Authorized Officers shall, from time to time, designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole general partner of and on behalf of the Partnership, to execute and file all petitions, schedules, lists, and other papers, and to take any and all actions that any of the Authorized Officers may deem necessary or proper in connection with the Chapter 11 case; and

"RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any of the Authorized Officers shall, from time to time, designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole general partner of and on behalf of the Partnership, to execute any and all plans of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, in such form and containing such terms as the Board of Directors shall hereafter approve, and to cause the same to be filed in the United States Bankruptcy Court for the District of Arizona at such time as said officer executing the same shall determine; and

"RESOLVED, that the law firm of Akin, Gump, Strauss, Hauer & Feld L.L.P. be employed as counsel for the Corporation, and the law firm of Lewis and Roca, LLP be employed as local counsel for the Corporation in the Corporation's Chapter 11 case under a general retainer; the previously approved engagement of Akin, Gump, Strauss, Hauer & Feld L.L.P. as legal counsel in connection with the

potential restructuring and recapitalization of the Corporation being hereby acknowledged and affirmed; and it is further

"RESOLVED, that the accounting firm of Arthur Andersen LLP be employed as accountants for the Corporation in the Corporation's Chapter 11 case under a general retainer; and it is further

"RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered on behalf of, and in the name of, the Corporation, in its capacity as sole general partner of and on behalf of the Partnership, to retain and employ other attorneys, investment bankers, accountants, and other professionals to assist in the Partnership's Chapter 11 case on such terms as such Authorized Officer deems necessary or proper.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Corporation this ____ day of _____, 1998.

Michael R. Daigle, Secretary
BCI West, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In re: BCE WEST, L.P., a Delaware limited partnership, <div style="text-align: center;">Debtor,</div> EID 38-3196719)))))))	Chapter 11 Case No. 98-
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LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Commercial Food Equipment 2010 East University Dr. Tempe, AZ 85281	602/927-9262	Vendor		\$2,138.19
Clinton, James 1308 Alderton Ln, #2098 Las Vegas, NV 89134		Employee Bonus	Disputed	\$2,000.00
E.P. Services 3325 E Beardsley Rd Phoenix, AZ 85024	602/569-3135	Vendor		\$1,367.50
Copesan Services P.O. Box 26275 Wauwatosa, WI 53226-0275	414/783-6261	Vendor		\$1,080.00
Ryder Truck Rental, Inc. P.O. Box 101563 Atlanta, GA 30392-1563		Vendor		\$1,066.92

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Hess, Ronald 4797 Chapparral Colorado Springs, CO 80917		Employee Bonus	Disputed	\$1,000.00
American Linen P.O. Box 20646 Phoenix, AZ 85036	602/258-5361	Vendor		\$980.05
Anytime Plumbing 4141 Cannoli Circle Las Vegas, NV 89103	702/362-9300	Vendor		\$799.20
Firemaster Premier Accounts Santa Monica, CA 90407-2226	800/548-3473	Vendor		\$659.23
R & B Service Co. P.O. Box 36378 Albuquerque, NM 87176-6378	505/889-4090	Vendor		\$612.79
Waste Management of Utah, Inc. Commercial Customer Payments Chicago, IL 60666-0963	801/280-8222	Vendor		\$602.50
Indoor Comfort, Inc. 3820 S. Central Avenue Phoenix, AZ 85040	602/276-0530	Vendor		\$576.29
Baker Commodities, Inc. 2602 S. 15th Ave. Phoenix, AZ 85007	602/254-5971	Vendor		\$530.00
Perfect Glass Corp. 8400 East Iliff #4 Denver, CO 80231	303/745-8400	Vendor		\$491.76

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Arizona Cutlery & Sharpening Service, Inc. Phoenix, AZ 85006	602/252-3570	Vendor		\$434.50
HM Electronics, Inc. P.O. Box 910006 San Diego, CA 92191-0006	619/535-6000	Vendor		\$400.56
Abel Commercial Services Co. 62A Mount View Lane Colorado Springs, CO 80907	719/599-0099	Vendor		\$368.81
Waste Mgmt of Colorado Commercial Cash Proc. Center Chicago, IL 60666-0963	303/797-1600	Vendor		\$356.00
David Minor Refrigeration 1001 Palo Verde Henderson, NV 89015	702/565-5576	Vendor		\$350.00
Maglio 2180 West State Road 434 Longwood, FL 32779	407/682-5051	Vendor		\$337.00

Date: _____

BCE West, L.P.

I, the President of BCE West, Inc., the general partner of the limited partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

By: _____
J. Michael Jenkins

1

'98 12 5 47 PHX CGC

BCE West, L.P

Tax ID # 38 - 3196719

List of Secured and Unsecured Creditors

The list of creditors is not included as part of this document. The list filed with the Court may be reviewed at the Clerk's Office. The mailing list of creditors will be maintained and updated by the debtors' attorneys.